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IN THE CIRCUIT COURT OF JACKSON COUNTY, MISSOURI, AT KANSAS CITY.

MAY TERM, 1920.

In the matter of the Application )  
of German Hospital Association of )  
Kansas City for Pro Forma Decree )  
Amending Articles of Association. )

No. 147327

D E C R E E.

And now on this day come John W. Wagner as president, Henry C. Lambert as treasurer, and J. E. Longmoor as secretary of German Hospital Association of Kansas City, and submit to the court articles of agreement of said Association, modifying and amending the original articles of association in the particulars therein fully set forth and recited and submit concurrently therewith to the court a petition praying for a pro forma decree thereon in manner provided by law, and it appearing to the court that said proposed amendments and said petition have remained on file in the Clerk's office of this Court for at least three days since the same were first presented to the court, and the court having duly examined said articles of agreement and the character and nature of the amendments proposed thereby, and being duly advised in the premises doth now order, adjudge and determine that said proposed amendments as evidenced by said articles of agreement are germane to the charter and original articles of association of said corporation and consistent with the purposes of said association as expressed in its charter and original articles and come properly within the purview of Section 3436, Article 10, Chapter 33, of the Revised Statutes of the State of Missouri 1909, and of all the provisions of said article and are

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consistent with the constitutions and laws of the United States  
*and*  
~~of~~ of the State of Missouri.

THEREFORE, IT IS ORDERED, ADJUDGED and DECREED by the  
Court that said amendments be, and the same are hereby allowed as  
prayed, and that the petitioners and their associates named in  
said articles and writing, be, and they are hereby continued as a  
body politic and corporate by and under the corporate name of  
RESEARCH HOSPITAL, *and that the number of its managing  
directors be increased from eighteen to twenty-four*

STATE OF MISSOURI )  
COUNTY OF JACKSON ) ss.

I, W. H. Harper, Clerk of the Circuit Court of the  
County and State aforesaid, certify the above to be a true copy of  
an order made in the matter aforesaid as fully as the same remains  
of record in my office, and that the original of the writing and  
proposed amendments to the charter and articles of association  
of the corporation above named are attached hereto.

IN TESTIMONY WHEREOF, I have hereunto set my hand and  
affixed the seal of said court at my office in Kansas City, Missouri,  
this 7th day of July, 1920.

*W. H. Harper*  
Clerk of the Circuit Court  
of Jackson County, Missouri,  
at Kansas City.  
*By E. G. Burk, Deputy*

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State of Missouri }  
County of Jackson } ss.

Be it remembered that on  
the 59<sup>th</sup> Day of the regular January Term  
AD 1886 of the Circuit Court of Jackson  
County, State of Missouri at Kansas City  
it being the 29<sup>th</sup> Day of March AD 1886  
the following among other proceedings were  
had in said Court and entered of Record to wit:

In the matter of the Incorporation of }  
The German Hospital Association of } 7340  
Kansas City }

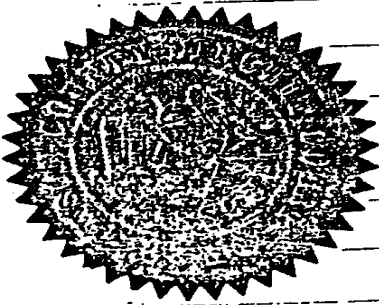
Now at this  
day it appearing to the Court <sup>that</sup> the Articles  
of agreement of said Association together with  
the petition of Christian E. Schellkopf  
Carl Spangler & J. A. Bachman respec-  
tively Presidents Secretary and Treasurer  
of said Association praying for a Pro-  
forma Decree ~~thereof~~ of Incorporation  
thereon have remained on file in the Clerk's  
Office at least three days after the same were  
presented to the Court. And the Court  
being of the opinion that said Articles of  
agreement and the purposes of said Association  
come properly within the purview of Article  
X Chapter 21 of the Revised Statutes  
of Missouri and are not inconsistent with  
the Constitution of the United <sup>States</sup> or of this  
State. Orders and awards Decree that

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said persons and their associates be-  
and they are hereby incorporated as  
body corporate and politic by the  
Corporate name of German Hospital  
Association of Kansas City

State of Missouri } ss.  
County of Jackson }

I, L. F. McCoy, Clerk of  
the Circuit Court within and for the  
County and State of said hereby  
certify that the foregoing is a full true  
and perfect copy of the Pro forma  
Deed of Incorporation in the cause  
now pending in said Court entitled  
"In the matter of the Incorporation of  
the German Hospital <sup>Association</sup> of Kansas City  
as fully as the same appears of record  
in my Office in Record Book page  
616



In Testimony Whereof I  
have hereunto set my hand  
and affixed the seal of said Court  
at my Office in the City of  
Kansas this 26<sup>th</sup> day of April A.D. 1892.  
L. F. McCoy, Clerk  
By R. D. Hendrick

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Know all men by these presents that we, the undersigned residents of the City of Kansas, Jackson County, Missouri associate ourselves together as an organization or society for benevolent purposes, and desire to become a body corporate under Article Ten, Chapter Twenty one of the Revised Statutes of Missouri, and to that end, we adopt the following Constitution for our government:

### Constitution

#### Article I.

This association shall be called and known by the name of "German Hospital Association of Kansas City". It shall exist and have succession by such corporate name for ninety nine years.

#### Article II.

The object and purpose of this Association shall be to nurse the sick and wounded (except those who may suffer from infectious diseases) and for that purpose to erect, conduct and maintain in or near Kansas City, Jackson County, Missouri, a hospital in which indigent patients shall be treated and nursed without pay or remuneration, under such regulations and conditions as the Board of Directors may prescribe. Remuneration or pay may be accepted from such patients who may be able or willing to render the same, and receipts from that source shall be expended for the benefit of the hospital.

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The hospital shall be non-sectarian and patients shall be received without regard religion or nationality. The Association shall however not be held to be under obligation to receive into the hospital, or nurse any and all who apply therefor.

It shall furthermore be the object of the Association to acquire by purchase, gift, devise bequest or otherwise, and to hold, use and dispose of, by sale, lease, mortgage or otherwise, real and personal property of every character and description for the use and benefit of the Association, to furnish an income and to advance the objects thereof generally.

#### Article III.

Any person who shall contribute the sum of Six Dollars annually towards the objects of the Association, shall be eligible to become a member thereof and may be received as such in any business meeting of the Association or of the Board of Directors. Above amount may be increased or diminished in such a manner as the by-laws may prescribe.

#### Article IV.

The affairs and business of the Association shall be managed by a Board of Directors of the number of Eighteen, who are electing ballot, at the annual general meeting of the Association. The Directors chosen at the first election taking place under this constitution.

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is not valid

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election taking place under this constitution shall decide among themselves by lot, which nine of them shall serve for a term of one year, and which nine for a term of two years.

After the elapse of the first year, and every year thereafter nine Directors shall retire and nine new Directors shall be elected in their places who shall hold their office for two years.

Retiring Directors may be reelected. Practicing physicians are not eligible as Directors.

#### Article I.

The said Board of Directors shall have power to conduct and manage the general business and finances of said Association, to fill, until the time of the next annual election, any vacancy in the Board occasioned by death, resignation or otherwise, to make such by-laws relative to the management and disposition of the property and concerns of said Association and to the admission of members as may be necessary and not contrary to laws, and to appoint such officers and servants as they may deem necessary.

#### Article IV.

The Board of Directors shall annually, and as soon as may be convenient after the said annual election, elect by ballot, from their own number, a President, a Vice-President, a Secretary and a Treasurer, who shall hold their respective offices for one year and until others are elected in their places.

B-730 These officers shall be the officers of the Association.  
The Directors shall furthermore, every year choose such number of physicians, as they shall deem sufficient, to form the Medical Board on which Board the entire medical care of patients shall devolve.

The Board of Directors shall have the power to suspend or remove members of said Medical Board and to fill vacancies.

Article VII.

Six Directors shall be a quorum for the transaction of all business, except the sale or encumbering of any of the real or personal property of the Association, or the suspension, or discharge of any physician, for which purposes, or any of them, the consent of at least twelve Directors shall be necessary.

Article VIII.

This Constitution may be amended at the annual general meeting of the Association or at a special meeting thereof which must be called for that purpose by the President, whenever twelve members of the Association shall, in writing, make request for such a meeting. Notice shall be given of such special meetings in such a manner as the Board of Directors may deem proper.

L. E. Schellkopf  
Adam Long  
Oscar Sachs.



Adam Long  
Oscar Sachs

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Phil. Hooper  
W. Baruch

Henry Wzurn  
Henry Philenus

Chas. D. Rollett  
C. Thieroch

Eus. A. Adams

Henry Sturmann  
W. Preuß.

J. A. Bachman  
H. Pfeiffer

Emil Schornagel

Charles Carpter

Henry Michaelis

W. H. J. Murny

Ernst von Quast M. D.

August Schütz

Lynne W. Berger M. D.

H. Probst  
J. Giegelhoff.

E. Freerich M. D.

Henry P. Metz

Chas. Longel

B. S. Fersheim



**STATE of MISSOURI**  
 JAMES C. KIRKPATRICK, Secretary of State 1981

SPENCER, FANL. BRITT & BROWNE
ANSWERED
RECEIVED
_____
_____
_____

Corporation Department

N0025507

## Certificate of Acceptance of The General Not For Profit Corporation

WHEREAS, A Missouri Corporation heretofore organized under the name of \_\_\_\_\_  
RESEARCH MEDICAL CENTER

has filed in the office of the Secretary of State, Articles of Acceptance of the General Not For Profit Corporation Law of Missouri as provided by law and has, in all respects, complied with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri by virtue of the authority vested in me, do hereby certify that said corporation has, on the date hereof, under the name of \_\_\_\_\_  
RESEARCH MEDICAL CENTER

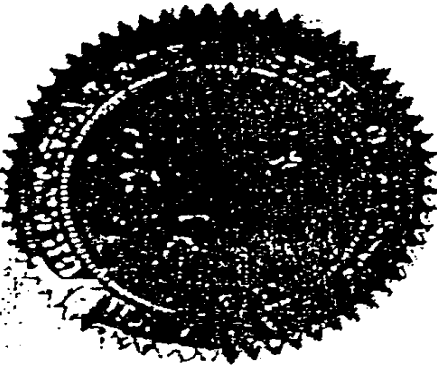
with its Registered Office in Missouri at \_\_\_\_\_  
2316 East Meyer Blvd., Kansas City 64132

accepted the provisions of the General Not For Profit Law of Missouri and is entitled to all the rights and privileges granted to corporations by the General Not For Profit Corporation Law of Missouri for a term of perpetual years.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 23rd day of February A.D.,  
 Nineteen Hundred and Eighty-One

*James C. Kirkpatrick*  
 Secretary of State

Deputy Secretary of State



1531 FEB-6 AM 11

*E. W. Press*

IN THE CIRCUIT COURT OF JACKSON COUNTY, MISSOURI

In the Matter of

RESEARCH MEDICAL CENTER,  
a Missouri Pro Forma Decree  
Corporation

No. 147327

APPLICATION FOR APPROVAL  
OF  
ARTICLES OF ACCEPTANCE

Now comes Research Medical Center, a Missouri pro forma  
decree corporation, to submit to the Court the Articles of  
Acceptance attached hereto and incorporated herein by  
reference, which have been executed on behalf of the corpo-  
ration by its President and Secretary pursuant to RSMo  
§355.020, for the purpose of accepting, and becoming a  
corporation organized under, The General Not For Profit  
Corporation Law of the State of Missouri, and to pray for  
the Court to issue its order approving said Articles of  
Acceptance as provided in RSMo §355.020-1(2)(d).

RESEARCH MEDICAL CENTER

By

*E. W. Press*  
President

ATTEST:

*A. F. Hancock*  
Secretary

ARTICLES OF ACCEPTANCE  
OF  
RESEARCH MEDICAL CENTER

HONORABLE JAMES C. KIRKPATRICK  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MISSOURI 65101

The undersigned corporation, for the purpose of accepting, and amending its Articles of Association to conform to, The General Not For Profit Corporation Law of the State of Missouri, hereby executes the following Articles of Acceptance:

1. The name of the corporation is Research Medical Center.
2. The following resolutions (the "Resolutions") have been duly recommended by the Board of Directors, and approved by the affirmative vote of a majority of the members:

RESOLVED, that for the purpose of the corporation accepting, and amending its Articles of Association to conform to, The General Not For Profit Corporation Law of the State of Missouri, the Articles of Association shall be amended in their entirety to read as follows:

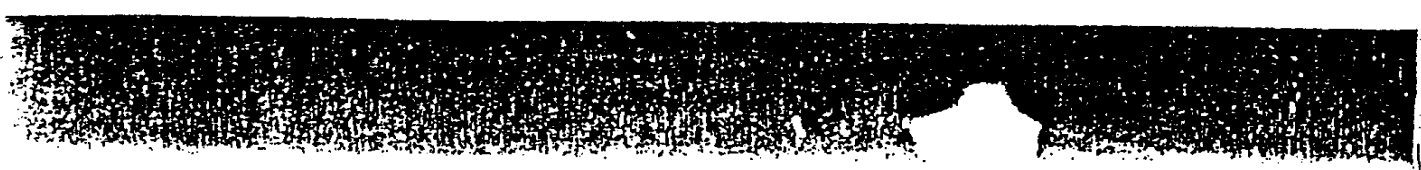
ARTICLES OF INCORPORATION  
OF  
RESEARCH MEDICAL CENTER

ARTICLE I

The name of the corporation is Research Medical Center.

ARTICLE II

The period of duration of the corporation is perpetual.



### ARTICLE III

The address of its Registered Office in the State of Missouri is 2316 East Meyer Boulevard, Kansas City, Missouri 64132, and the name of its Registered Agent at said address is A. Alan Transue.

### ARTICLE IV

The persons who originally petitioned the Circuit Court of Jackson County, Missouri, for a pro forma Decree of Incorporation in 1886, were C. E. Schoellkopf, Carl Spengler, and J. A. Bachman, the then President, Secretary and Treasurer of the corporation, respectively, all of whom have since died.

### ARTICLE V

The first Board of Directors from and after the effective date of these Articles of Incorporation shall be twenty-four in number.

### ARTICLE VI

The affairs of the corporation shall be managed by a Board of Directors. The number of directors shall be fixed by the Bylaws, except for the number of the first Board of Directors, as set forth in Article V, and, in no event, shall the number of directors of the corporation be less than three. The directors shall be elected in the manner and for the terms provided in the Bylaws.

### ARTICLE VII

The corporation may have one or more classes of members. The designation of such class or classes and the qualifications and rights of the members of each class shall be set forth in the Bylaws.

### ARTICLE VIII

The purposes for which the corporation is organized are to operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of such purposes, and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 for use by such organizations in support of such purposes; and, except as herein restricted, to engage in any and all lawful activities incident to, and in furtherance of, the foregoing purposes, including, without limitation, such activities necessary or appropriate to establish, operate and maintain hospitals, clinics, laboratories and any and all other types of facilities and programs for, or relating to, the study and care of the human mind and body, or any part thereof.

